



**NAILAH K. BYRD**  
**CUYAHOGA COUNTY CLERK OF COURTS**  
1200 Ontario Street  
Cleveland, Ohio 44113

**Court of Common Pleas**

**New Case Electronically Filed:**  
**January 30, 2019 14:53**

By: HEIDI L. CALLENDER 0096672

Confirmation Nbr. 1612634

WRIGHT PATH SOLUTIONS, LLC

CV 19 910359

vs.

COUNCIL FOR ECONOMIC OPPORTUNITIES IN  
GREAT, ET AL

**Judge:** CASSANDRA COLLIER-WILLIAMS

**Pages Filed:** 87

**IN THE COURT OF COMMON PLEAS  
CUYAHOGA COUNTY, OHIO**

Wright Path Solutions, LLC  
c/o Statutory Agent, Brian Wright  
18517 WINSLOW RD.  
SHAKER HEIGHTS, OH 44122

Case No.: \_\_\_\_\_

JUDGE \_\_\_\_\_

v.

The Council for Economic Opportunities in  
Greater Cleveland  
c/o Statutory Agent, DR. JACKLYN  
CHISHOLM  
1801 SUPERIOR AVENUE SUITE 400  
CLEVELAND OH 44114

**COMPLAINT FOR BREACH OF  
CONTRACT AND BREACH OF  
GOOD FAITH FIDUCIARY DUTIES**

**JURY DEMAND ENDORSED  
HEREON**

Rev. Dr. Cecelia Williams  
5712 WHITTIER AVENUE  
CLEVELAND, OHIO 44103

Now comes Plaintiff, Wright Path Solutions, LLC, by and through counsel, Heidi L. Callender, for its claim of relief against Defendants, The Council for Economic Opportunities in Greater Cleveland (hereinafter "CEOCG") and Rev. Dr. Cecelia Williams (in her individual capacity), and alleges as follows:

**Breach of Contract Claim**

- 1) Wright Path Solutions, LLC, is a for-profit limited liability corporation incorporated in the State of Ohio with its principal place of business located in Shaker Heights, Ohio.

- 2) CEOGC is both an Ohio not-for-profit corporation incorporated in the State of Ohio and federal non-profit organized under I.R.C. 501(c)(3), with its principal place of business located in Cleveland, Ohio.
- 3) CEOGC operates and manages an exempt organization with a stated mission “to aid in alleviating poverty in the Cuyahoga County, Ohio.”
- 4) According to the organization’s 2016 Form 990 tax filing, CEOGC had gross receipts of \$35,504,911. See, Exhibit A - 2016 Form 990.
- 5) On or about February 1, 2017, Wright Path Solutions, LLC, (hereinafter “WPS”) was contacted by a CEOGC Board member with a request to pull together a proposal for public relations and other services to be provided to CEOGC.
- 6) Between February 1, 2017, and February 16, 2017, WPS worked with CEOGC board members, and negotiated a contract to provide for the needs of CEOGC.
- 7) On or about February 16, 2017, WPS and CEOGC entered into a fully negotiated agreement as executed by a CEOGC director authorized under R.C. 1702.01(K), R.C. 1702.30, and R.C. 1702.34. See, Exhibit B – Final executed Agreement between WPS and CEOGC. \*Please note the scrivener’s error present in the first line of the first paragraph agreement reflecting an incorrectly typed day and year.
- 8) On February 16, 2017, CEOGC held a board meeting at St. James AME Church (8401 Cedar Ave., Cleveland, OH 44103), where WPS, WPS’s subcontractor, and a majority of the CEOGC Board Members/Directors/Officers were either present in person or by phone, as follows as eight (8) total attendees:

- Rev. Dr. Cecelia Williams
- Robert Black
- Amos Z. Mahsua\*
- Monique Olowu

- Arlene Anderson
- Delois Long
- Charles Lucas\*
- Bessie Vettros

\*On or around May 1, 2017, board member was found ineligible to serve on the board.

- 9) Section VII, Section (A) of CEOGC's Form 990 lists each of these eight (8) board members as Officers, Directors, and/or Board members, out of the fifteen (15) total listed. See, Exhibit A - 2016 Form 990.
- 10) At said board meeting, a majority of CEOGC board members were present, and all voted in the affirmative to adopt the proposed agreement and engage WPS as a vendor to perform the contract services outlined in the executed agreement.
- 11) In accordance with the agreement, WPS provided CEOGC with certain public relations services, assistance with decisions related to their primary funders, general strategic guidance and community services within the contract term period, as stated in Section 4 of the agreement: February 14, 2017 through August 31, 2017 (hereinafter, the "service period").
- 12) WPS was considered a contract service provider, consultant, and vendor to CEOGC.
- 13) WPS fully complied and provided services in accordance with the terms and conditions of the contract, alongside active participation from CEOGC officers and directors, throughout the service period.
- 14) At the time of contract execution, Defendant, Rev. Dr. Cecelia Williams, was the Board Chair of CEOGC.
- 15) At the February 16, 2019, meeting, Rev. Dr. Cecelia Williams duly executed the agreement in front of witnesses and in her capacity as an Officer/Chair of the CEOGC

Board of Directors; for which she held herself out as having authority to bind the corporation to the contract terms under R.C. 1702.30.

16) Rev. Dr. Cecelia Williams's position as an Officer and Chair of the CEOGC Board of Directors was not in question or disputed at the time of execution and engagement of the agreement, or thereafter.

17) Over the course of the service period, a majority of the members of the organization's Board interacted and received guidance and support from WPS, and the public relation's work performed on behalf of CEOGC was widely known and was published/promoted through news venues of wide circulation. See, Exhibit C - News Articles<sup>1</sup>.

18) At the time of contract execution, Chairperson Rev. Dr. Cecilia Williams and other members of the Executive Committee held themselves out as having authority to enter into an agreement and act on the organization's behalf, including allowing the Executive Committee authority to act on behalf of the full board in "Emergency Situations," pursuant to R.C. 1702.11(G).

\*Notwithstanding an Executive Committee vote on an Emergency Situation, the later ineligibly of two (2) members bringing the total members down to thirteen (13)

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<sup>1</sup>-[https://www.cleveland.com/naymik/index.ssf/2017/05/two\\_head\\_start\\_board\\_members\\_b.html](https://www.cleveland.com/naymik/index.ssf/2017/05/two_head_start_board_members_b.html)  
-[https://www.cleveland.com/naymik/index.ssf/2017/02/board\\_of\\_clevelands\\_head\\_start.html](https://www.cleveland.com/naymik/index.ssf/2017/02/board_of_clevelands_head_start.html)  
-[https://www.cleveland.com/naymik/index.ssf/2017/02/head\\_start\\_board\\_insists\\_it\\_le.html](https://www.cleveland.com/naymik/index.ssf/2017/02/head_start_board_insists_it_le.html)  
-<https://www.ideastream.org/programs/ideas/battles-between-administrator-and-board-cast-a-pall-over-efforts-to-revitalize-head-start-programs>  
-<https://www.crainscleveland.com/article/20170215/NEWS/170219874/jacklyn-chisholm-still-answering-her-phone-at-the-council-for>  
-<https://www.crainscleveland.com/article/20170611/news/170619969/ceogc-turmoil-nonprofit-case-study>  
-<https://www.crainscleveland.com/article/20170217/NEWS/170219805/chisholm-disputes-basis-of-her-removal-as-head-of-the-council-for>  
-<https://www.crainscleveland.com/article/20170922/news/136491/ceogc-clash-settled-leaders-presenting-successful-local-reading-program>

members, the other six (6) members voting in the affirmative still achieve a majority of the board to adopt the agreement.

19) The nature of some of the services provided by WPS to CEOGC addressed the tumultuous public relations and crisis management situation surrounding the organization's then-CEO (Dr. Jacklyn Chisholm) public efforts to retain her position with legal and public relations challenges. See, Exhibit C – May 1, 2017 Plain Dealer Article, quote “Chisholm is suing the board for defamation and for improperly firing her....[A] vote to fire agency CEO Jacklyn Chisholm in October 2016...[has] been at the center of a power struggle between the board's leadership and Chisholm.”

20) The following general services were provided by WPS to CEOGC:

- Acting Communications Team
- Messaging & Positioning
- Communications Plan Development
- Statements, press releases and other communications
- Print, Video and other creative production
- Online/Social Media, and
- Other services as were mutually agreed upon

21) In accordance with the agreement, CEOGC was required to (and did) approve WPS work product prior to materials being printed, published or otherwise disseminated throughout the service period.

22) In accordance with the agreement, CEOGC was required to reimburse WPS for ordinary out of pocket expenses, required third-party/out-of-pocket expenses (contracted video and photography, presentation materials, mileage, etc.) and other program related expenses; yet, CEOGC failed to reimburse WPS for expenses.

23) In accordance with the agreement, CEOGC was required to pay WPS invoices within thirty (30) business days of receipt of the invoice, and failure to so would result in an

accrual of late fees equal to 1% of the unpaid balance for each two-week period thereafter that a balance remained outstanding; CEOGC has failed to pay and late fees were properly assessed.

- 24) Either party was able to terminate the agreement for any reason upon thirty (30) days written or electronic notice, and CEOGC agreed to remain responsible for all obligations or liabilities from the services delivered prior to the effective date of termination; yet, CEOGC has never provided written or electronic notice of termination to WPS.
- 25) In accordance with the agreement, fees were due and invoiced within 14 days of commencement of the agreement; yet, CEOGC never paid.
- 26) WPS fully complied with the terms and conditions of the contract and services were provided within the service period alongside active participation and prior approval of work from CEOGC; yet, CEOGC refuses to pay for the services it was rendered.
- 27) Upon accrual of late fees and charges in accordance with Section 2 ¶5 of the agreement, Defendant's have breached the terms and conditions of the contract on or about December 17, 2018, upon its failure to comply with Plaintiff's Notice and Demand for Payment. See, Exhibit D - 11/28/18 Notice and Demand for Payment Letter and FedEx proof of delivery.
- 28) Defendants have materially breached the terms of their agreement when they failed to pay according to the payment terms and invoicing, alongside the accrual of late fees. See, Exhibit E - Affidavit from Plaintiff.
- 29) As a direct and proximate result of Defendant's breach of the contract, Plaintiff has suffered damages in excess of \$45,584.00.

- 30) Plaintiff has suffered loss of revenue from other clients, specifically due to Plaintiff's work on behalf of CEOGC in excess of \$143,000.00. See, Exhibit F – Confidential California Company who canceled contract, and Proposal to Cleveland Airport; affected by negative CEOGC news coverage.
- 31) Plaintiff incurred fees in its payment of subcontractor services required to be retained to comply with the terms and services provided in the agreement, in excess of \$24,000.00.
- 32) Plaintiff has suffered loss of goodwill in the business community.
- 33) Plaintiff has incurred attorney fees and court costs as a direct and proximate result of Defendants breach.
- 34) Damages sustained by Plaintiff as a direct and proximate result of Defendant's breach of contract is in excess of \$212,000.00, the exact amount of which will be established at trial.

**Breach of Good Faith and Fiduciary Duties Claim**

- 35) Plaintiffs incorporate the statements made and allegations contained in numbered paragraph 1 – 34 above as if fully restated herein.
- 36) Whereas, Rev. Dr. Cecelia Williams, in her individual capacity, is or may be personally liable for the contract under R.C. 1702.12(E)(2)(b) pursuant to R.C. 1702.55.
- 37) Rev. Dr. Cecelia Williams entered into the contract with the intent to personally or otherwise benefit from the services, prohibited under R.C. 1702.301.
- 38) During the negotiations and execution of the agreement, and thereafter, Rev. Dr. Cecelia Williams provided personal assurances that the contract terms would be paid.
- 39) Rev. Dr. Cecelia Williams, in her individual capacity and improperly using her fiduciary role, blocked payment on this contract from CEOGC's operating funds. See,



Exhibit C – May 1, 2017 Plain Dealer Article, quote “...the board’s leadership has failed to live up to its fiduciary responsibility.”

40) R.C. 1702.30(B) states:

A director shall perform the duties of a director, including the duties as a member of any committee of the directors upon which the director may serve, in good faith, in a manner the director reasonably believes to be in or not opposed to the best interests of the corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

41) In accordance with R.C. 1702.30, Defendant Williams owed a duty of good faith along with certain fiduciary duties as an officer of the organization, and she has breached said duties.

42) Accordingly, Defendant Williams did not act in good faith, in a manner a director would reasonably believe to be in or not opposed to the best interests of the corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances in her dealings with Plaintiff and CEOCG.

43) Defendant Williams acted with ill-will towards Plaintiff when she was ousted by the new regime leadership during the WPS contract service period, and Defendant CEOGC by and through its newly hired director, knowingly and intentionally withheld payment with ill-will after services had been rendered; yet, all the while, no one at CEOCG ever terminated the contract, which required WPS to continue providing services as bound and required under the agreement.

44) Defendants’ intentionally breached the terms of the agreement with ill-will and strong bias against WPS as a vendor who was retained and provided services during a tumultuous regime change and leadership shift; a vendor who performed services for an outgoing regime.

45) Pursuant to R.C. 1716.17:

Every person who solicits, collects, or expends contributions on behalf of a charitable organization or for a charitable purpose, or who conducts a charitable sales promotion, and every officer, director, trustee, or employee of that person who is concerned with the solicitation, collection, or expenditure of those contributions shall be considered a fiduciary and as acting in a fiduciary capacity.

46) In accordance with R.C. 1716.17, Rev. Dr. Cecilia Williams owed a duty as a fiduciary of an Ohio charitable organization under R.C. 1716.01(A)(1)(a) and she breached that duty.

WHEREFORE, Plaintiff, Wright Path Solutions, LLC, demands judgment in the amount in excess of \$212,000.00, attorney fees, losses incurred in its loss of other business and losses in expenses (materials, subcontractor fees, etc.), restitution, the costs of this action, and any other relief the court deems just.

Respectfully Submitted,

/s/ Heidi L. Callender

Heidi L. Callender, Esq. (0096672)  
Attorney for Plaintiff Wright Path Solutions, LLC  
*CALLENDER LAW GROUP, LLC*  
100 E. Broad St., Suite 690  
Columbus, OH 43215  
P: 440-299-8500  
E: Heidi@Callender.com  
F: 440-299-8520

**JURY DEMAND**

In accordance with Ohio Civ. R. 38(B), Plaintiffs hereby request a trial by jury in the above captioned case by the maximum jurors allowed by law.

/s/ Heidi L. Callender  
Heidi L. Callender, Esq.  
Bar No.: 0096672  
Attorney for Plaintiff, Wright Path Solutions, LLC

IN THE COURT OF COMMON PLEAS  
CUYAHOGA COUNTY, OHIO

Wright Path Solutions, LLC  
c/o Statutory Agent, Brian Wright  
18517 WINSLOW RD.  
SHAKER HEIGHTS, OH 44122

Case No.: \_\_\_\_\_

JUDGE \_\_\_\_\_

v.

The Council for Economic Opportunities in  
Greater Cleveland  
c/o Statutory Agent, DR. JACKLYN  
CHISHOLM  
1801 SUPERIOR AVENUE SUITE 400  
CLEVELAND OH 44114

**PRAECIPE**

Rev. Dr. Cecelia Williams  
5712 WHITTIER AVENUE  
CLEVELAND, OHIO 44103

**To: CLERK OF COURTS**

Please serve all Defendants with a Summons and copy of this Complaint, via certified

U.S. mail, return receipt requested at the addresses as noted on the Complaint, as follows:

The Council for Economic Opportunities in Greater Cleveland  
c/o Statutory Agent, DR. JACKLYN CHISHOLM  
1801 SUPERIOR AVENUE SUITE 400  
CLEVELAND OH 44114

Rev. Dr. Cecelia Williams  
5712 WHITTIER AVENUE  
CLEVELAND, OHIO 44103

Respectfully Submitted,

/s/ Heidi L. Callender

Heidi L. Callender, Esq.

Bar No.: 0096672

Attorney for Plaintiff, Wright Path  
Solutions LLC

*CALLENDER LAW GROUP, LLC*

100 E. Broad St., Suite 690

Columbus, OH 43215

P: 440-299-8500

E: Heidi@Callender.com

F: 440-299-8520

**Exhibit "A"**  
**2016 CEOCG Form 990**

Form <b>990</b>  Department of the Treasury Internal Revenue Service	<h2 style="margin: 0;">Return of Organization Exempt From Income Tax</h2> <p><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)</b></p> <p>▶ Do not enter social security numbers on this form as it may be made public.                  ▶ Information about Form 990 and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a></p>	OMB No 1545-0047 <h1 style="margin: 0;">2016</h1> <p><b>Open to Public Inspection</b></p>
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**A For the 2016 calendar year, or tax year beginning 02-01-2016, and ending 01-31-2017**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final <input type="checkbox"/> Return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization Council for Economic Opportunities in Greater Cleveland Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1801 Superior Avenue No 400 City or town, state or province, country, and ZIP or foreign postal code Cleveland, OH 44114 <b>F</b> Name and address of principal officer Jacklyn Chisholm 1801 Superior Avenue No 400 Cleveland, OH 44114	<b>D</b> Employer identification number 34-0965350 <b>E</b> Telephone number (216) 696-9077 <b>G</b> Gross receipts \$ 35,504,911
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ▶
<b>J</b> Website: ▶ WWW.CEOGC.ORG		<b>L</b> Year of formation 1964 <b>M</b> State of legal domicile OH
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities To aid in eliminating poverty in Cuyahoga County, Ohio			
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	13	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	13	
	<b>5</b> Total number of individuals employed in calendar year 2016 (Part V, line 2a)	<b>5</b>	553	
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	4,051	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0	
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0	
	<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
		<b>9</b> Program service revenue (Part VIII, line 2g)	33,595,654	34,689,210
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d )		536,906	802,964	
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0	7,143	
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		791	5,594	
		34,133,351	35,504,911	
<b>Expenses</b>		<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 )	2,090,108	2,440,548
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	20,581,587	22,478,901	
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 48,029			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	11,510,960	11,030,020	
	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	34,182,655	35,949,469	
<b>Net Assets or Fund Balances</b>	<b>19</b> Revenue less expenses Subtract line 18 from line 12	-49,304	-444,558	
		<b>Beginning of Current Year</b>	<b>End of Year</b>	
		<b>20</b> Total assets (Part X, line 16)	9,074,578	8,582,889
		<b>21</b> Total liabilities (Part X, line 26)	3,159,481	3,112,350
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	5,915,097	5,470,539	

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	***** Signature of officer Jacklyn Chisholm President & CEO Type or print name and title	2017-12-11 Date									
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:30%;">Print/Type preparer's name Amanda VanNatta</td> <td style="width:30%;">Preparer's signature Amanda VanNatta</td> <td style="width:20%;">Date 2017-12-11</td> <td style="width:20%;">Check <input type="checkbox"/> if self-employed</td> <td style="width:20%;">PTIN P00948755</td> </tr> <tr> <td colspan="3">Firm's name ▶ World L.B. Firm's address ▶ PO Box 8700 Madison, WI 537088700</td> <td colspan="2">Firm's EIN ▶ 39-0758449 Phone no (608) 274-1980</td> </tr> </table>		Print/Type preparer's name Amanda VanNatta	Preparer's signature Amanda VanNatta	Date 2017-12-11	Check <input type="checkbox"/> if self-employed	PTIN P00948755	Firm's name ▶ World L.B. Firm's address ▶ PO Box 8700 Madison, WI 537088700			Firm's EIN ▶ 39-0758449 Phone no (608) 274-1980
Print/Type preparer's name Amanda VanNatta	Preparer's signature Amanda VanNatta	Date 2017-12-11	Check <input type="checkbox"/> if self-employed	PTIN P00948755							
Firm's name ▶ World L.B. Firm's address ▶ PO Box 8700 Madison, WI 537088700			Firm's EIN ▶ 39-0758449 Phone no (608) 274-1980								

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

**Part III** **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III ☒

**1** Briefly describe the organization's mission

The mission of the Council for Economic Opportunities in Greater Cleveland is to invest in people, nurture their success and transform lives

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

<b>4a</b>	(Code ) (Expenses \$ 24,429,969 including grants of \$ 0 ) (Revenue \$ 705,782 ) See Additional Data	
<b>4b</b>	(Code ) (Expenses \$ 3,475,776 including grants of \$ 2,314,423 ) (Revenue \$ 0 ) See Additional Data	
<b>4c</b>	(Code ) (Expenses \$ 3,454,738 including grants of \$ 122,315 ) (Revenue \$ 0 ) See Additional Data	
See Additional Data Table		
<b>4d</b>	Other program services (Describe in Schedule O ) (Expenses \$ 1,203,827 including grants of \$ 3,810 ) (Revenue \$ 97,182 )	
<b>4e</b>	<b>Total program service expenses</b> ▶ 32,564,310	



**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	Yes	
<b>2</b> Is the organization required to complete Schedule B, <i>Schedule of Contributors</i> (see instructions)?	Yes	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, <i>Part I</i>	No	No
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, <i>Part II</i>		
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, <i>Part III</i>		No
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, <i>Part I</i>		No
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, <i>Part II</i>		No
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, <i>Part III</i>		No
<b>9</b> Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, <i>Part IV</i>		No
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, <i>Part V</i>		No
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, <i>Part VI</i>	Yes	No
<b>b</b> Did the organization report an amount for investments—other securities—in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, <i>Part VII</i>		No
<b>c</b> Did the organization report an amount for investments—program related—in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, <i>Part VIII</i>		No
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, <i>Part IX</i>		No
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, <i>Part X</i>		No
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, <i>Part X</i>	Yes	No
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, <i>Parts XI and XII</i>	Yes	No
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, <i>Parts XI and XII</i> is optional		No
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		No
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, <i>Parts I and IV</i>		No
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, <i>Parts II and IV</i>		No
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, <i>Parts III and IV</i>		No
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, <i>Part I</i> (see instructions)		No
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, <i>Part II</i>		No
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, <i>Part III</i>		No

**Part IV** Checklist of Required Schedules (continued)

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .		No
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
<b>20b</b>		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II . . . . .		No
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III . . . . .	Yes	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J . . . . .	Yes	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a . . . . .		No
<b>24b</b>		
<b>24c</b>		
<b>24d</b>		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .		No
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .		No
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II . . . . .		No
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III . . . . .		No
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . . b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . . c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV . . . . .		No
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . . . . .	Yes	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .		No
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I . . . . .		No
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .		No
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I . . . . .		No
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 . . . . .		No
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .		No
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		No
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

☐

1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . . . .	1a		Yes	No
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable . . . . .	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . .	2a	553		
b	Did at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	3a			No
b	If "Yes," has it filed a Form 990-T for this year?If "No" to line 3b, provide an explanation in Schedule O . . . . .	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	4a			No
b	If "Yes," enter the name of the foreign country <b>►</b> <u>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)</u>				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . .	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization explicitly any contributions that were not tax deductible as charitable contributions? . . . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b			
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	7h			
8	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? . . . . .	8			
9a	Did the sponsoring organization make any taxable distributions under section 4966? . . . . .	9a			
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . . . .	9b			
10	<b>Section 501(c)(7) organizations.</b> Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	<b>Section 501(c)(12) organizations.</b> Enter				
a	Gross income from members or shareholders . . . . .	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .	11b			
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>				
a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . .	13b			
c	Enter the amount of reserves on hand . . . . .	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	14a			No
b	If "Yes," has it filed a Form 720 to report these payments?If "No," provide an explanation in Schedule O . . . . .	14b			

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response or note to any line in this Part VI . . . . . ☒

**Section A. Governing Body and Management**

<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year	<b>1a</b>	<b>1b</b>	<b>Yes</b>	<b>No</b>
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		<b>13</b>		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		<b>2</b>		No
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .		<b>3</b>		No
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		<b>4</b>		No
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		<b>5</b>		No
<b>6</b>	Did the organization have members or stockholders? . . . . .		<b>6</b>		No
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		<b>7a</b>		No
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		<b>7b</b>		No
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: <b>a</b> The governing body? . . . . . <b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .		<b>8a</b>	Yes	
			<b>8b</b>	Yes	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		<b>9</b>		No

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	<b>Yes</b>	<b>No</b>
<b>10a</b>		No
<b>10b</b>		
<b>11a</b>	Yes	
<b>12a</b>	Yes	
<b>12b</b>	Yes	
<b>12c</b>	Yes	
<b>13</b>	Yes	
<b>14</b>	Yes	
<b>15a</b>	Yes	
<b>15b</b>	Yes	
		No
<b>16a</b>		
<b>16b</b>		

**Section C. Disclosure**

**17** List the States with which a copy of this Form 990 is required to be filed ▶

**18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

**20** State the name, address, and telephone number of the person who possesses the organization's books and records  
▶ Deborah Armstrong 1801 Superior Avenue Suite 400 CLEVELAND, OH 44114 (216) 696-9077

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Arlene Anderson Board Member	1 00	X						0	0	0
(2) Quiana Baskins Board Member	1 00	X						0	0	0
(3) Cassandra Brown-Collier Board Member	1 00	X						0	0	0
(4) Shadonna Griffin Board Member	1 00	X						0	0	0
(5) Kathryn Hall Board Member	1 00	X						0	0	0
(6) Dr Delois Long Board Member	1 00	X						0	0	0
(7) Marc Nathanson Board Member	1 00	X						0	0	0
(8) Yvonne Nichols-Sims Board Member	1 00	X						0	0	0
(9) Monique Olowu Board Member	1 00	X						0	0	0
(10) Honorable Charles Patton Board Member	1 00	X						0	0	0
(11) Bessie Vrettos Board Member	1 00	X						0	0	0
(12) Reverend Charles Lucas Chairperson (Thru Sept)	1 00	X		X				0	0	0
(13) Robert Black Vice Chairperson	1 00	X		X				0	0	0
(14) Amos Mahsua Treasurer (Thru Sept)	1 00	X		X				0	0	0
(15) Reverend Cecelia Williams Secretary	1 00	X		X				0	0	0
(16) Jacklyn Chisholm President & CEO	40 00							0	0	36,841
(17) Mark Batson Chief Operating/Chief Information Officer	40 00			X				119,846	0	26,460

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Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues . . .	1b				
	c	Fundraising events . . .	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	34,397,259			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	291,951			
	g	Noncash contributions included in lines 1a-1f \$	242,546				
	h	Total. Add lines 1a-1f . . . . .		34,689,210			
	Program Service Revenue	2a	CHILD CARE SERVICE FEES	Business Code 624410	705,782	705,782	
b							
c							
d							
e				97,182	97,182		
f		All other program service revenue					
g		Total. Add lines 2a-2f . . . . .		802,964			
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts) . . . . .				
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties . . . . .					
	6a	Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss) . . . . .				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss) . . . . .		7,143		7,143
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a				
		b	Less direct expenses . . . . .	b			
		c	Net income or (loss) from fundraising events . . . . .				
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .	a				
		b	Less direct expenses . . . . .	b			
		c	Net income or (loss) from gaming activities . . . . .				
	10a	Gross sales of inventory, less returns and allowances . . . . .	a				
		b	Less cost of goods sold . . . . .	b			
		c	Net income or (loss) from sales of inventory . . . . .				
11a	Miscellaneous Revenue	Business Code					
11a	Vending revenue	900099	255		255		
b							
c							
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e	Total. Add lines 11a-11d . . . . .		5,594				
12	Total revenue. See Instructions . . . . .		35,504,911	802,964	0	12,737	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>				
<b>1</b> Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21				
<b>2</b> Grants and other assistance to domestic individuals See Part IV, line 22	2,440,548	2,440,548		
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	450,096		450,096	
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	16,246,961	14,859,568	1,354,890	32,503
<b>8</b> Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	1,136,282	1,076,413	57,912	1,957
<b>9</b> Other employee benefits	3,033,379	2,846,271	181,883	5,225
<b>10</b> Payroll taxes	1,612,183	1,489,517	119,889	2,777
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management				
<b>b</b> Legal	92,772	53,150	39,622	
<b>c</b> Accounting	101,000		101,000	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services See Part IV, line 17				
<b>f</b> Investment management fees				
<b>g</b> Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	3,448,289	3,074,831	373,419	39
<b>12</b> Advertising and promotion	137,520	109,284	28,224	12
<b>13</b> Office expenses	2,348,637	2,185,564	162,450	623
<b>14</b> Information technology	111,811	89,137	22,674	
<b>15</b> Royalties				
<b>16</b> Occupancy	2,330,678	2,139,933	187,728	3,017
<b>17</b> Travel	300,128	232,738	67,102	288
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	168,108	139,937	27,534	637
<b>20</b> Interest	4,792	4,792		
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	549,156	549,156		
<b>23</b> Insurance	233,256	195,873	37,383	
<b>24</b> Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
<b>a</b> Repairs & Maintenance	481,366	465,868	15,469	29
<b>b</b> in-kind goods	242,546	242,546		
<b>c</b> Membership & Subscription	38,822	12,526	26,296	
<b>d</b>				
<b>e</b> All other expenses	441,139	356,658	83,559	922
<b>25 Total functional expenses.</b> Add lines 1 through 24e	35,949,469	32,564,310	3,337,130	48,029
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				



**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part IX ☐

	(A) Beginning of year	(B) End of year
<b>Assets</b>		
<b>1</b> Cash, non-interest-bearing	1,800	1,666,654
<b>2</b> Savings and temporary cash investments	1,223,531	0
<b>3</b> Pledges and grants receivable, net	1,761,533	1,476,642
<b>4</b> Accounts receivable, net	284,129	77,921
<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		
<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employees and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part III of Schedule L		
<b>7</b> Notes and loans receivable, net		
<b>8</b> Inventories for sale or use	32,593	46,767
<b>9</b> Prepaid expenses and deferred charges	117,098	209,967
<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D		
<b>b</b> Less: accumulated depreciation	5,654,094	5,104,938
<b>11</b> Investments—publicly traded securities		
<b>12</b> Investments—other securities. See Part IV, line 11		
<b>13</b> Investments—program-related. See Part IV, line 11		
<b>14</b> Intangible assets		
<b>15</b> Other assets. See Part IV, line 11		
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	9,074,578	8,582,889
<b>17</b> Accounts payable and accrued expenses	1,968,006	2,161,311
<b>18</b> Grants payable		
<b>19</b> Deferred revenue	720,387	951,039
<b>20</b> Tax-exempt bond liabilities	153,333	0
<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D		
<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		
<b>23</b> Secured mortgages and notes payable to unrelated third parties		
<b>24</b> Unsecured notes and loans payable to unrelated third parties		
<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	317,755	0
<b>26 Total liabilities.</b> Add lines 17 through 25	3,159,481	3,112,350
<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
<b>27</b> Unrestricted net assets	501,734	446,384
<b>28</b> Temporarily restricted net assets	5,413,363	5,024,155
<b>29</b> Permanently restricted net assets		
<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
<b>30</b> Capital stock or trust principal, or current funds		
<b>31</b> Paid-in or capital surplus, or land, building or equipment fund		
<b>32</b> Retained earnings, endowment, accumulated income, or other funds		
<b>33</b> Total net assets or fund balances	5,915,087	5,470,539
<b>34</b> Total liabilities and net assets/fund balances	9,074,578	8,582,889

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)		1	35,504,911
2	Total expenses (must equal Part IX, column (A), line 25)		2	35,949,469
3	Revenue less expenses Subtract line 2 from line 1		3	-444,558
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))		4	5,915,097
5	Net unrealized gains (losses) on investments		5	
6	Donated services and use of facilities		6	
7	Investment expenses		7	
8	Prior period adjustments		8	
9	Other changes in net assets or fund balances (explain in Schedule O)		9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))		10	5,470,539

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

1	Accounting method used to prepare the Form 990 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other	Yes	No
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both	<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both	<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		3a	Yes
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3b	Yes

**Form 990, Part III, Line 4b:**

Energy Assistance - Council for Economic Opportunities in Greater Cleveland helps low-income families cope with the costs of living with the Emergency Home Energy Assistance Program. This program runs throughout the year, providing financial aid for both summer cooling and winter heating bills. CEOGC served 10,676 households for crisis assistance, consisting of 26,234 applications.

**Form 990, Part III, Line 4c:**

Community Service Programs -Community services to provide eligible low income participants with various services and to support other program activity

**Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)**

(Code Food Programs)	(Expenses \$ 991,327	including grants of \$ 0 )	(Revenue \$ 0 )
(Code Other Programs)	(Expenses \$ 212,500	including grants of \$ 3,810 )	(Revenue \$ 97,182 )

**Part II Supplemental Information.**

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Part I, Column (b)	Donor Reference	Explanation
		The number reflected in column (b) is estimated. The estimated value of donated supplies was \$50 per donor.

**990 Schedule O, Supplemental Information**

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	Board members are obligated to disclose any conflict of interest involving any issue presented at a board meeting for a vote, members should abstain, where appropriate, from discussion or voting on these issues

**990 Schedule O, Supplemental Information**

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	Annual evaluation completed of President & CEO by Board, compensation for the President & CEO is determined by the board based on wage comparability study done every 3 to 4 years which is used to create salary ranges. This wage study was last conducted in 2014. The President & CEO reviews and determines the compensation for other management positions based on annual evaluations and the salary ranges established by the board.



**990 Schedule O, Supplemental Information**

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The organization makes its governing documents, conflict of interest policy, and financial statements available to the public upon request

**Exhibit "B"**  
**Executed Contract**  
**and Invoices Submitted**

# WRIGHTPATH SOLUTIONS

## Agreement

This consulting services agreement is made and entered into on this 19th day of May, 2015, by and between Wright Path Solutions, LLC (herein after called "Consultant") and the Council for Economic Opportunities in Greater Cleveland (herein after called "Client").

1. Consultant agrees to provide the following products and services to Client:

- › *Acting Communications Team*  
Working behind the scenes, we will partner with you and all appropriate staff to help develop and implement an effective public relations program.
- › *Messaging & Positioning*  
Speaking with a single focused voice is vital to ensuring the facts get out and the public has the information they need. We will develop cohesive messages that properly position the organization to communicate successes and overcome challenges as they arise.
- › *Media coaching*  
We've been in the trenches for decades and understand how difficult media interviews can be. Before anyone needs to talk to the media, we will work with you, talk through the issues and help ensure you are confident and prepared for any conversations or interviews with members of the media.
- › *Spokesperson (as needed)*  
Communications are almost always more effective when they come from the source, but sometimes it's better to have someone else who can step-in as spokesperson and help deliver the message. When needed, we are there for you to handle any on or off-camera interviews.
- › *Communications Plan Development*  
Every successful program needs a roadmap and we will develop a strategic communications plan to guide the organization's public relations activities from short-term challenges to long-term positioning.
- › *Statements, press releases and other communications*  
Working closely with you and your team, we will develop the tools you need to get your message out to the media, online and ultimately the public.

› *Print, Video and other creative production*

From graphic designers to award-winning video producers, we work with a team of crisis-tested creative professionals who, as an optional service, will help us quickly develop any creative resources needed to support our work.

› *Online/Social Media*

People get their information in a variety of ways — and online is second only to television news. We will make sure your team has the information they need to keep your website and social media up to date and on-message.

› *Other services as mutually agreed upon.*

2. Parties agree:

- › Consultant will do everything in their power to minimize the time and resources required by the Council's Board and their staff; likewise Client agrees to participate as needed, including providing necessary information, speaking to media when appropriate and the final review and approval of any materials, press release or other public products.
- › Client approval of work product is required prior to materials being printed, published or otherwise disseminated.
- › This agreement in no way creates an employer-employee relationship between the Client and Consultant. It is understood that the Client will not withhold any amounts for payment of taxes from the compensation of Consultant hereunder. Consultant will not represent to be an employee of the Client.
- › Client agrees to reimburse Consultant for ordinary out of pocket expenses, like photocopies, mailing services, travel and mileage, presentation materials, etc. Any out of pocket expense greater than \$250 is subject to client approval.
- › Client agrees that payment of consulting invoices will be made within thirty (30) business days of receipt of the invoice. In the event payment is late, Client shall also pay Consultant a late fee equal to 1% of the unpaid balance for each two-week period thereafter that a balance remains outstanding.
- › Confidentiality. In the course of performing services, the parties recognize that both Consultant and Client may come in contact with or become familiar with information which the Consultant, Client, subsidiaries or affiliates may consider confidential. This information may include, but is not limited to information pertaining to proprietary

processes, pricing, data, politically sensitive information and other items that the Client or Consultant have identified as confidential. Both Client and Consultant agree to keep all such information confidential and not to discuss or divulge it to anyone other than appropriate Client personnel or their designees.

- › Termination. Any Party may terminate this Agreement for any reason upon thirty (30) days written or electronic notice to the other Parties. All Parties will remain responsible for all obligations or liabilities described or set forth in this Agreement arising from the Services delivered prior to the effective date of termination.
- › Severability. If any provision of this Agreement or the application found to be invalid, it shall not affect the other provisions of this Agreement.

### 3. Compensation

- › A retainer fee of \$5,000 is due within 14-days of commencement of this agreement. Client will be billed for all work at the discounted government rate of \$145 per hour which will post against the retainer.
- › Work in excess of the retainer will be billed at the hourly rate and for the amount of actual hours worked with payment required within 30 days.
- › Payment for reasonable and required third-party/out-of-pocket (contracted video and photography, presentation materials, mileage, etc.) and other program related expenses approved by the client will be required within 14 days of the receipt of our invoice.

### 4. Term of agreement shall begin February 14, 2017 and continue through August 31, 2017.

- › Agreement may be terminated by either party with 30 days notice. All Parties will remain responsible for all obligations or liabilities described or set forth in this Agreement arising from the Services delivered prior to the effective date of termination.

The parties below execute this agreement, which shall become commence on the date set forth on the first page of this agreement.

**Client:** Council for Economic Opportunities in Greater Cleveland

<u>Cecelia Williams</u>	<u>Chair</u>	<u>2/16/2017</u>
Signature	Title	Date

**Consultant:** WrightPath Solutions, LLC

<u>Brian J. Hill</u>	<u>President</u>	<u>February 14, 2017</u>
Signature	Title	Date

## About Us

WrightPath Solutions is a full service strategic public relations firm grounded in nearly 20-years of winning communications. A lot is at stake, which is why cookie-cutter is never part of our vocabulary. WrightPath is led by Brian Wright, a seasoned public relations professional whose national award-winning work has helped rescue many efforts from certain failure.

From crisis communications to local and statewide campaigns, we get the unique needs of every client, check the ego at the door and shape a solution that works for you. From strategy and research to the full execution of your program, we're hands-on and with you every step of the way.

### *Brian Wright, president*



Brian is a seasoned strategist with nearly 20-years of experience in strategic public relations, marketing, campaigns and advocacy. Brian started working professionally in politics right out of college with a major gubernatorial campaign and has since served as a lead consultant on many successful local and statewide strategic public relations and advocacy programs. His experience includes work for many high-profile elected officials, corporations, cities, school districts and state and national organizations.

A sampling of his work, both with WrightPath Solutions and other firms, includes:

- > Ohio Democratic Party & Ohio Democratic County Chairs Association
- > Pay Us Back Ohio BWC, Inc. (Non-profit representing 250,000+ employers in a massive class action lawsuit against the Ohio BWC)
- > Cuyahoga County Health and Human Services Levies (2010, 2012 & 2013)
- > Lyndhurst Income Tax (2014) & Shaker Heights Income Tax (2012)
- > Third Frontier Campaign (State Issue 1, 2010)
- > Ohioans for Livestock Care (State Issue 2, 2009)
- > Citizens for a Clean Ohio (State Issue 2, 2008)
- > Lt. Governor Lee Fisher (former)
- > Late Congresswoman Stephanie Tubbs Jones
- > Cuyahoga County Land Bank and County Treasurer Jim Rokakis (former)
- > Lakewood, Garfield Heights, Brecksville-Broadview Heights, Avon Lake and other public school districts.
- > Common Cause
- > Ohio Health Care Association
- > Nestlé USA (Global Product Development Center)
- > American Traffic Solutions (East Cleveland Traffic Cameras)
- > First-Interstate Properties (Oakwood Commons)
- > Zaremba Group

*Mary Ann Sharkey, president Mita Marketing, LLC*



Mary Anne Sharkey has 25 years of news experience working as a reporter, bureau chief, and editor at the Dayton newspapers and The Plain Dealer. She also was the first woman president of the Ohio Legislative Correspondents Association and was inducted into the Hall of Fame of the Cleveland Press Club.

Sharkey also served as Communications Director and Senior Staff adviser to Governor Bob Taft during his first term of office. She coordinated and worked with the Governor on his signature projects including the Third Frontier which is credited with pouring millions of dollars into technology and research in Ohio; and on the School Rebuilding Plan for Ohio which dedicated the dollars from the tobacco settlement fund to rebuild and renovated Ohio's primary and secondary education buildings.

Sharkey has also worked on numerous campaigns including Bob Taft's re-election campaign; Third Frontier statewide initiative; Ohio Supreme Court Justice Eve Stratton's campaign; Frank Jackson for Mayor campaign; the statewide casino initiative; the Clean Water Fund initiative; Cleveland schools and library levies; and other candidate and issue campaigns.

Clients included: City of Cleveland, Cleveland City Council, Cuyahoga County Council, Cuyahoga County Land Bank, Jack Casino, CSX Railroad, Cleveland State University, Cuyahoga County Community College, Ohio Board of Regents, and JobsOhio.

Sharkey has also worked as a commentator for WKYC-TV and WOSU-TV; written articles for People Magazine, George Magazine, Cleveland and Ohio Magazines. She was a Fellow at Harvard University, Institute of Politics, and was honored by the University of Dayton as a Distinguished Alumnus.

*Rachel Gaynor DiPuccio, public relations specialist*



Rachel is a marketing and public relations professional with experience working on advocacy efforts throughout the state. Rachel provides ongoing creative, content and project management support services for WrightPath Solutions' clients.

In 2014, Rachel served as membership director for Pay Us Back Ohio BWC, the non-profit group that successfully forced the Ohio Bureau of Workers' Compensation to settle a massive \$860 million class action lawsuit for overcharging more than 250,000 employers. In addition to her other work, Rachel manages our Tele-town hall events and many aspects of our online-social media programs.



30285 Bruce Ind Parkway, Suite B1  
Solon, OH 44139  
216.262.1604

**DATE:** February 17, 2017  
**INVOICE #** 1076  
**FOR:** CEOGC

Dr. Cecelia Williams  
CEOGC  
1801 Superior Avenue, Suite 400  
Cleveland, OH 44114

**PAYMENT DUE BY FEBRUARY 28, 2017**

Please send to **Wright Path Solutions, LLC**  
If you have any questions concerning this invoice, contact:  
Brian Wright, 216.262.1604, [brian@wrightpathsolutions.com](mailto:brian@wrightpathsolutions.com)

# WRIGHTPATH>solutions

30285 Bruce Ind Parkway, Suite B1  
Solon, OH 44139  
216.262.1604

**DATE:** March 14, 2017  
**INVOICE #** 1078  
**FOR:** CEOGC

**Bill To:**

Dr. Cecelia Williams  
CEOGC  
1801 Superior Avenue, Suite 400  
Cleveland, OH 44114

DESCRIPTION	AMOUNT
Professional Consulting Services	
Brian Wright (2/13/17 - 3/9/17): 45.5 hours (after 20 hour retainer credit) @ \$145/hour	6,597.50
Mary Ann Sharkey (2/13/17-2/28/17): 21.5 (after 14.5 hour retainer credit) @ \$145/hour	3,117.50
Research services	750.00
LATE FEE   Inv #1076   \$5,000 x 1% per every 2 weeks late	50.00
***PAST DUE NOTICE*** Inv #1076   \$5,000 Due 2/28/17. Please Pay Immediately.	
<b>TOTAL</b>	<b>\$ 10,515.00</b>

**PAYMENT DUE BY APRIL 13, 2017**

Please sendt to **Wright Path Solutions, LLC**  
If you have any questions concerning this invoice, contact:  
Brian Wright, 216.262.1604, brian@wrightpathsolutions.com

# WRIGHTPATH>solutions

30285 Bruce Ind Parkway, Suite B1  
Solon, OH 44139  
216.262.1604

**DATE:** April 18, 2017  
**INVOICE #** 1080  
**FOR:** CEOGC

**Bill To:**

Dr. Cecelia Williams  
CEOGC  
1801 Superior Avenue, Suite 400  
Cleveland, OH 44114

DESCRIPTION	AMOUNT
Professional Consulting Services	
Brian Wright (3/10/17 - 4/13/17): 31.5 hours @ \$145/hour	4,567.50
Mary Ann Sharkey (3/2/17-4/13/17): 34 @ \$145/hour	4,930.00
LATE FEE   Inv #1076   \$5,000 x 1% per every 2 weeks late (3/14-4/14)	100.00
***PAST DUE NOTICE*** Inv #1076   \$5,000 Due 2/28/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1078   \$10,515 Due 4/13/17. Please Pay Immediately.	
<b>TOTAL</b>	<b>\$ 9,597.50</b>

**PAYMENT DUE BY MAY 18, 2017**

Please make checks payable to **Wright Path Solutions, LLC**  
If you have any questions concerning this invoice, contact:  
Brian Wright, 216.262.1604, [brian@wrightpathsolutions.com](mailto:brian@wrightpathsolutions.com)

# WRIGHTPATH>solutions

30285 Bruce Ind Parkway, Suite B1  
Solon, OH 44139  
216.262.1604

**DATE:** May 10, 2017  
**INVOICE #** 1081  
**FOR:** CEOGC

**Bill To:**

Dr. Cecelia Williams  
CEOGC  
1801 Superior Avenue, Suite 400  
Cleveland, OH 44114

DESCRIPTION	AMOUNT
Professional Consulting Services	
Brian Wright (4/14/17-5/10/17): 20 hours @ \$145/hour	2,900.00
Mary Ann Sharkey (4/18/17-5/2/17): 9 hours@ \$145/hour	1,305.00
LATE FEE   Inv #1076   \$5,000 x 1% per every 2 weeks late (4/15-4/30)	50.00
LATE FEE   Inv #1078   \$10,515 x 1% per every 2 weeks late (4/14-4/30)	104.65
***PAST DUE NOTICE*** Inv #1076   \$5,000 Due 2/28/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1078   \$10,515 Due 4/13/17. Please Pay Immediately.	
***INVOICE REMINDER*** Inv #1080   \$9,597 Due 5/18/17	
<b>TOTAL</b>	<b>\$ 4,359.65</b>

**PAYMENT DUE BY JUNE 9, 2017**

Please make checks payable to **Wright Path Solutions, LLC**  
If you have any questions concerning this invoice, contact:  
Brian Wright, 216.262.1604, brian@wrightpathsolutions.com

# WRIGHTPATH>solutions

30285 Bruce Ind Parkway, Suite B1  
Solon, OH 44139  
216.262.1604

**DATE:** June 16, 2017  
**INVOICE #** 1082  
**FOR:** CEOGC

**Bill To:**

Dr. Cecelia Williams  
CEOGC  
1801 Superior Avenue, Suite 400  
Cleveland, OH 44114

DESCRIPTION	AMOUNT
Professional Consulting Services	
Brian Wright (5/11/17-6/16/17): 9.75 hours @ \$145/hour	1,413.75
Mary Ann Sharkey (5/16/17-5/31/17): 6 hours@ \$145/hour	870.00
LATE FEE   Inv #1076   \$5,000 x 1% per every 2 weeks late (5/1-6/15)	150.00
LATE FEE   Inv #1078   \$10,515 x 1% per every 2 weeks late (5/1-6/15)	313.95
LATE FEE   Inv #1080   \$9,597 x 1% per every 2 weeks late (5/18-6/18)	189.95
LATE FEE   Inv #1081   \$4,459 x 1% per every 2 weeks late (6/9-6/18)	21.03
***PAST DUE NOTICE*** Inv #1076   \$5,000 Due 2/28/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1078   \$10,515 Due 4/13/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1080   \$9,597.50 Due 5/18/17, Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1081   \$4,359 Due 6/9/17, Please Pay Immediately.	
<b>TOTAL</b>	<b>\$ 2,958.68</b>

**PAYMENT DUE BY JULY 16, 2017**

Please make checks payable to **Wright Path Solutions, LLC**  
If you have any questions concerning this invoice, contact:  
Brian Wright, 216.262.1604, [brian@wrightpathsolutions.com](mailto:brian@wrightpathsolutions.com)

# WRIGHTPATH>solutions

30285 Bruce Ind Parkway, Suite B1  
Solon, OH 44139  
216.262.1604

**DATE:** October 3, 2017  
**INVOICE #** 1090  
**FOR:** CEOGC

**Bill To:**

Dr. Cecelia Williams  
CEOGC  
1801 Superior Avenue, Suite 400  
Cleveland, OH 44114

DESCRIPTION	AMOUNT
LATE FEE   Inv #1076   \$5,000 x 1% per every 2 weeks late (6/15/17-10/3/17)	392.86
LATE FEE   Inv #1078   \$10,515 x 1% per every 2 weeks late (6/15/17-10/3/17)	826.18
LATE FEE   Inv #1080   \$9,597.50 x 1% per every 2 weeks late (6/18/17-10/3/17)	733.52
LATE FEE   Inv #1081   \$4,359.65 x 1% per every 2 weeks late (6/18/17-10/3/17)	333.20
LATE FEE   Inv #1082   \$2,937.65 x 1% per every 2 weeks late (7/16/17-10/3/17)	165.77
***PAST DUE NOTICE*** Inv #1076   \$5,000 Due 2/28/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1078   \$10,515 Due 4/13/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1080   \$9,597.50 Due 5/18/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1081   \$4,359.65 Due 6/9/17. Please Pay Immediately.	
***PAST DUE NOTICE*** Inv #1082   \$2,937.65 Due 7/16/17. Please Pay Immediately.	
<b>TOTAL</b>	<b>\$ 2,451.53</b>

**PAYMENT DUE BY OCTOBER 17, 2017**

Please make checks payable to **Wright Path Solutions, LLC**  
If you have any questions concerning this invoice, contact:  
Brian Wright, 216.262.1604, [brian@wrightpathsolutions.com](mailto:brian@wrightpathsolutions.com)

<u>Inv</u>	<u>Date</u>	<u>Due</u>	<u>Total</u>	<u>Non-Fee Billing</u>	<u>Days from Last Invoice</u>	<u>Penalty Periods</u>	<u>Late Fee</u>	<u>11/27/18</u>	
1082	6/16/2017	7/16/17	2,937.65	2,262.72	499	499	36	1,047.06	
1081	5/10/17	6/9/17	4,359.65	4,205.00	536	527	38	1,641.10	
1080	4/18/17	5/18/17	9,597.50	9,497.50	558	527	38	3,612.77	
1078	3/14/17	4/13/17	10,515.00	10,465.00	593	530	38	3,980.68	
1076	2/17/17	2/28/17	5,000.00	5,000.00	637	530	38	1,892.86	
			32,409.80					12,174.47	44,584.27

<u>Inv</u>	<u>Date</u>	<u>Due</u>	<u>Total</u>	
1090	10/3/17	10/17/17	2,451.53	
1082	6/16/2017	7/16/17	2,937.65	499 Days Past Due
1081	5/10/17	6/9/17	4,359.65	536 Days Past Due
1080	4/18/17	5/18/17	9,597.50	558 Days Past Due
1078	3/14/17	4/13/17	10,515.00	593 Days Past Due
1076	2/17/17	2/28/17	5,000.00	637 Days Past Due
			34,861.33	

**Exhibit "C"**  
**News Articles**



## **Board of Cleveland's Head Start agency adding to messy legacy: Mark Naymik**

Updated Nov 15, 2017;  
Posted Feb 14, 2017



The board governing the anti-poverty agency known as the Council for Economic Opportunities of Greater Cleveland is fighting with its CEO. In this September 2016 photo, children at William Patrick Day Head Start Center greet Cleveland Police Chief Calvin Williams, who helped launch reading program with the agency at Head Start locations across Cuyahoga County. (Marvin Fong / The Plain Dealer)

31

16  
shares

**By Mark Naymik, [cleveland.com](http://cleveland.com), [mnaymik@cleveland.com](mailto:mnaymik@cleveland.com)**

CLEVELAND, Ohio -- The board governing the anti-poverty agency that runs Ohio's largest Head Start preschool program is a mess and deserves immediate scrutiny from community leaders, public officials and government funders who value the agency's programs.

The agency is the Council for Economic Opportunities of Greater Cleveland, and the agency's CEO of less than two years has filed a lawsuit against some board members that includes allegations of attempted patronage hiring, misuse of an agency van, improper voting by board members and retaliation.

What makes these allegations particularly troubling is that this same agency was embroiled in a scandal that culminated in 2014 with its longtime executive director, Jacqueline Middleton, pleading guilty to bribery, fraud and conspiracy charges.

Now rid of Middleton, the current board should not be squandering the opportunity to break from the very past it claimed in May 2015 that it wanted to leave behind by hiring Jacklyn Chisholm as its new CEO to right the agency and improve its reputation.

Chisholm's challenge was formidable. The agency, which has a \$40 million taxpayer-funded budget and provides numerous services to the poor, had been mired in a decade of controversy related to the abuse of salaries and expenses, patronage, an inattentive board of directors and the ineffectiveness of some of its programs. And at times in the past, politicians and community leaders, including former Cleveland city council members Fannie Lewis and George Forbes, have tried to influence the agency's operations.

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HASHKNIFE PONY EXPRESS  
& FOOD TRUCK ROUND UP  
FRIDAY, FEBRUARY 8

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Chisholm, who has three degrees from Case Western Reserve University and is a former vice president of planning and external affairs at the Rock and Roll Hall of Fame and Museum, took the mission of reform to heart and began to review all aspects of the agency, according to agency documents. She examined agency contracts. She met one-on-one with employees. She hired new people in key positions and brought in several consultants, including one to review the agency's finances.

And Chisholm started scrutinizing the board, which includes several members who served during the agency's troubled past. She reviewed meeting minutes and the board's past actions and practices. In November 2015, she flagged several issues she felt violated the board's own bylaws, which I'll detail in a moment.

That's when the board's leadership - notably The Rev. Charles Lucas, the board chairman - began trying to limit Chisholm's authority, including her ability to hire top staff and consultants, according to the lawsuit and agency documents. Then, in October 2016, the board's executive committee, which includes Lucas and board treasurer, Amos Z. Mahsua, voted to fire her.

Chisholm, whose annual salary is \$170,000, refused to leave the agency and began fighting back, backed by an opinion from the board's own attorney that the meeting was not properly called and that only the full board, not the executive committee, could fire her.

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A week after her firing, Chisholm filed a whistleblower complaint with the agency's human resource department and later sued Lucas and several of his allies on the board. The lawsuit, filed December 8, 2016, in Cuyahoga County Common Pleas Court, accuses the board's leadership of violating its fiduciary responsibility, improperly firing her and defaming her. (The case was moved to federal court after attorneys for the board argued the allegations raised involve matters of federal law.)

Brian Wright, a hired spokesman for the board, called me at 10:30 a.m. today to say that the board would be making a major announcement shortly, but he would not detail the nature of announcement. I will update this post when we get the actual announcement. But Wright offered a response to some questions raised in the lawsuit and his responses are detailed in the story below.

Around 1 p.m., Cecelia Williams, who was recently elected to be the board's new chairwoman, entered the agency's headquarters with a uniformed Cleveland Police Officer by her side. Williams delivered a letter that says the board's October vote to terminate Chisholm stands and that she needs to vacate the premises immediately.

"The new (board) officers would like to follow up on this matter and bring it to close so the agency can move forward," the letter reads.

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Chisholm, who was accompanied by her lawyer, refused to leave and challenged the authority of the letter and the police officer. Williams and the officers left and Chisholm remained in her office. (I arrived in the agency lobby as Williams and the officer were leaving.)

### **Turning the mirror on board**

Here are some of the allegations that Chisholm makes in the lawsuit.

\*The board term of Mahsua has expired, yet he continues to sit on the executive committee and casts votes. (Terms run eight years.)

\* Lucas, who uses a wheelchair, had been using the agency's handicapped-accessible van for agency meetings and personal business. Chisholm documented 60 hours of time the van's driver -- who is paid with federal Head Start funds -- spent chauffeuring Lucas, the lawsuit states. The agency then repaid the federal government \$2,000 for the driver's time.

\*Lucas pressed Chisholm to hire a member of Lucas' church board as the agency's chief of staff.

\*After voting to fire Chisholm, Lucas began telling people inside and outside the agency that Chisholm was no longer in charge and should be ignored. Yet Chisholm continues to serve as executive director and work in an agency office at 1801 Superior Ave.

I reached out to Lucas. He did not respond to questions. The board's attorney, Inajo Davis Chappell of the law firm Ulmer & Berne, said she cannot comment because of Chisholm's lawsuit. Chappell referred me to Gregory Guice of the law firm Reminger Co., which is defending the board against Chisholm's suit. Guice did not respond to a request for comment. His legal brief in the suit denies all the allegations in Chisholm's lawsuit and asserts that a "quorum amount of board members" voted to terminate the CEO. Chisholm referred questions to her attorney, Thomas Colaluca, who directed me to the lawsuit and related documents.

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## **Battling over bylaws**

One of the lawsuit's most striking allegations is that the board fails to follow its own bylaws.

Here are a few examples, according the lawsuit and to agency records.

\*Lucas has stated that in 2010 the board reset the tenure of board members, though no documents exist to support such a move by the full board.

\*After Lucas and the executive committee moved to fire Chisholm, she requested that the matter be resolved at the board's upcoming annual meeting. Lucas, according to the lawsuit, delayed the meeting five times while he tried to line up enough votes to fire Chisholm.

\*After Chisholm told Lucas she did not intend to hire the member of his church (who ultimately withdrew his name from consideration), the executive moved to temporarily prohibit Chisholm from hiring additional staff and consultants, the lawsuit states.

\*Lucas directed Chisholm to prepare a resolution giving him a special title of "Chair Emeritus." Chisholm said she couldn't comply because such a designation would require a change to the board's

\*Lucas directed Chisholm to write resolutions honoring him, the lawsuit states. One would name the reception area of the agency's offices in his honor. Another one would require that the agency hold a public event dedicating a reception area to Lucas. (The board formally approved the resolution naming the lobby after Lucas but it did not approve holding a reception for him. A reception nonetheless was held and a plaque hangs in the lobby today. *This was updated to clarify that the lobby renaming was formally approved.*)

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Wright, a spokesman for the board, said that the board's October firing of Chisholm is valid, and that all board members' terms were active. He said that Lucas never used the van for anything other than agency meetings. Wright also said that the agency's former treasurer reported to the board that Chisholm "overspent" \$278,000 of agency money. He said that the board resisted Chisholm's efforts to hire outside consultants to review books because people were already in place to handle the matter internally. Finally, he said that the Head Start program has been underperforming.

### **Remember the children**

Late last month, Lucas finally convened an annual board meeting during which several new people were added to the board and new officers were elected. But the board did not take a vote on Chisholm. It's unclear why.

Lucas and Mahsua are still on the board, along with Robert Black, Cecelia Williams, Arlene Anderson and Monique Olowu, all of whom are named in Chisholm's suit.

If Lucas and Mahsua and the others really care about the neediest people of our region, they need to step aside or start following their bylaws and clean up their acts.

### **SPONSOR CONTENT**

## **Man Makes Incredible Discovery At Ark's Final Resting Place**

## **Head Start board insists it legally fired agency CEO -- who remains on the job**

Updated Feb 15, 2017;

Posted Feb 14, 2017

Happy to get a Head Start on reading

The board governing the anti-poverty agency that runs Ohio's largest Head Start preschool program is battling its CEO. (Marvin Fong / The Plain Dealer)

41

6  
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**By Mark Naymik, [cleveland.com](http://cleveland.com), [mnaymik@cleveland.com](mailto:mnaymik@cleveland.com)**

CLEVELAND, Ohio -- The board governing the Council for Economic Opportunities of Greater Cleveland - which operates Ohio's largest Head Start preschool program -- said in a statement Tuesday that it fired its CEO Jacklyn Chisholm in October 2016, citing among other things, low-enrollment figures in the agency's programs.

The board said in its statement that enrollment in Head Start programs is 60 percent, the "lowest point in our history."

But Chisholm said Tuesday that the enrollment figure cited in the board's statement is wrong. She released a spread sheet showing enrollment in the agency's preschool programs (ages 3 to 5) is 78 percent and enrollment in programs for children (newborns to age 3) is 90 percent.

Brian Wright, a spokesman for the board, later amended the board's enrollment figure to 66 percent, which he said is based on a third-party assessment. Wright said the board can't verify the figures released to [cleveland.com](http://cleveland.com) by Chisholm.

Chisholm has remained on the job of the anti-poverty agency since the board's October effort to fire her and a move Tuesday to remove her from the office. She disputes the legality of the board's actions and has sued the board's leadership. The lawsuit alleges, among other things, that the board's leadership violated its fiduciary responsibility, improperly fired her, defamed her and retaliated against her.

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At around 1 p.m. Tuesday, Cecelia Williams, who was recently elected to be the board's new chairwoman, entered the agency's downtown headquarters with a uniformed Cleveland police officer by her side. Williams delivered a letter to Chisholm that says the board's October vote to terminate her stands and that she needs to vacate the premises immediately.

"The new [board] officers would like to follow up on this matter and bring it to close so the agency can move forward," the letter reads.

Chisholm, who was with her personal attorney at the time, refused to leave and challenged the the letter and the police officer's authority in the matter. Williams and the officers left and Chisholm remained in her office.

The board's actions to remove Chisholm Tuesday, and its statement about her performance, follow cleveland.com's inquiry into the lawsuit and into the board's oversight. Board members have not responded to direct questions from cleveland.com.

Here is the board's full statement:

*The following statement was made today by CEOGC Chairperson Dr. Cecelia Williams on the termination and removal of CEOGC Executive Director Jackie Chisholm.*

---

*"The children and families in our community come first and as a leading organization charged with shaping young lives we will provide the highest quality services possible.*

*Our Board is dedicated to strong community relationships, tightly managing finances and boosting our organization's enrollment of children in quality programs. We feel the organization has failed to live up to the Board's expectations as enrollment is currently at 66%, the lowest point in our history.*

*Former President Chisholm was unable to meet the goals set forth at the time of her hiring and because of that we have no choice but to change the leadership of our organization to better serve our community.*

*As we secure new leadership there will be no lapses or changes in services for the people who depend on us." - Dr. Cecelia Williams, Chairperson*

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JAY MILLER 



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and other things of value for steering work to specific contractors. She pleaded guilty and was sentenced to 30 months in prison on charges of bribery, fraud and conspiracy.

CEOGC is a nonprofit that runs 14 Head Start centers across the region and provides other early childhood education and professional development programs.

On Wednesday, after *Crain's* spoke to Chisholm, agency spokesman Brian Wright emphasized Chisholm's dismissal.

"The board has terminated Jacklyn Chisholm's employment," he said. "She is occupying the office illegally and she continues to come to work in direct defiance of the termination. The board is currently working through its legal counsel to bring a swift conclusion to this matter."

Wright said the termination was voted on by the board in October. Since then it has been working through legal avenues to affect her removal, until Tuesday, Wright said, "because she was unwilling to leave and (the board) decided (yesterday) it was time to make a decisive action."

Wright said Chisholm was dismissed at a board meeting in October and that "she is occupying the office illegally." However, Wright acknowledged that Chisholm continued to be paid, receiving a paycheck as recently as last Friday, Feb. 10.

On Tuesday, CEOGC chair Cecelia Williams issued the following statement:

*"The children and families in our community come first and as a leading organization charged with shaping young lives we will provide the highest quality services possible.*

Our board is dedicated to strong community relationships, tightly managing finances and boosting our organization's enrollment of children in quality programs. We feel the organization has failed to live up to the Board's expectations as enrollment is currently at 60%, the lowest point in our history. Former President Chisholm was unable to meet the goals set forth at the time of her hiring and because of that we have no choice but to change the

leadership of our organization to better serve our community. As we secure new leadership there will be no lapses or changes in services for the people who depend on us."

Further confusing the situation, a CEOGC news release distributed by PR Newswire, a business information distributor, on Wednesday afternoon, Feb. 15, announced that the "executive director of the National Head Start Association, Yasmina Vinci, is coming to Cleveland on Feb. 28 to study the turnaround success of the Community Action Agency and its Head Start Program."

Wright said the news release was issued improperly by Chisholm and that that meeting will be postponed. The release also quoted a board member, Quiana Baskin, as lauding Chisholm.

Baskin joined the board in November, when she became president of the Parents Policy Council, an advisory group to local Head Start programs that works to improve the Head Start experience.

Baskin was not on the board in October, but she was surprised to learn that the board dismissed Chisholm at its October meeting, because, she said, the parents council receives reports on CEOGC board actions.

"It's very confusing in all regards because I'm not under the impression that the board of directors voted to terminate the CEO," she told *Crain's*. "I am aware that a couple of board members that make up the executive committee, that that was something they were looking towards. As the policy council president, those types of resolutions need to come to us as a parents' council.

Part of the reason the agency has been slow to dislodge its CEO is because Chisholm has filed a lawsuit against six of the board members.

The suit challenges the dismissal and charges the board members named in the suit with flouting the agency's governing documents by allowing a board member to continue to serve after his term expired, failing to hold a required annual meeting and allowing board member Rev. Charles Lucas to use a CEOGC van for his personal use. The suit

was filed in Cuyahoga County Common Pleas Court in December but has since been removed to the U.S. District Court in Cleveland.

The complaint said one factor in Chisholm's termination was her reimbursement of \$2,086.54 to Head Start, a major agency funder, because of the misuse of the van by Lucas.

Named as defendants in the lawsuit were six of the 15 board members, including the four board officers — Lucas, Robert J. Black, Amos Z. Mahsua and Rev. Cecelia Williams — and Arlene Anderson and Monique Olowu.

Marc Nathanson, a board member not named in the suit, told *Crain's* he could not comment on the situation because of the legal action. But asked about the statement issued Tuesday by the board chairman, Nathanson said, "I don't know how that happened."

Asked why he didn't know, he said, "That's a good question."

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**Source URL:** <https://www.crainscleveland.com/article/20170215/NEWS/170219874/jacklyn-chisholm-still-answering-her-phone-at-the-council-for>

## Battles Between Administrator And Board Cast A Pall Over Efforts To Revitalize Head Start Programs

**AUTHOR**

Timothy Dubravetz

**AIR DATE** Feb. 22, 2017 at 7:30 pm

An agency whose mission is to help the poor is dealing with yet another controversy.

The board of the Council for Economic Opportunities in Greater Cleveland voted back in October to terminate its president and CEO Jacklyn Chisholm.

But she says the vote wasn't valid and is suing the board. In the meantime, she continues to show up for work.

Just this week, the agency's general counsel resigned and tomorrow the board will meet, once again to vote on a proposal to oust her.

Ideastream's Darrielle Snipes has more on why the board wants her gone and why she is staying.

Ideas

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# CRAIN'S CLEVELAND BUSINESS

February 17, 2017 01:30 AM

## Chisholm disputes basis of her removal as head of the Council for Economic Opportunities of Greater Cleveland

JAY MILLER 



FILE PHOTO

Jacklyn Chisholm

Jacklyn Chisholm supplied enrollment data that contradicts a statement by the agency's board chair that not enough preschoolers were using the Head Start program.

Jacklyn Chisholm continues on the job as president and CEO of the Council for Economic Opportunities of Greater Cleveland as of Friday, Feb. 17 and disputes the reason the board is seeking to remove her.

This despite a statement issued three days earlier by board of directors chair Cecelia Williams that said that because Chisholm was "unable to meet the goals set forth at the time of her hiring ... we have no choice but to change the leadership of our organization to better serve our community."

CEOGC is a nonprofit that runs 14 Head Start centers across the region and provides other early childhood education and professional development programs.

Board spokesman Brian Wright said the board contends enrollment, according to a January 2017 Head Start report, is about 66% of the funded seats. But he could not supply the report to Crain's at press time and the report was not available on the Head Start website.

However, Chisholm provided Crain's with a Feb. 15 enrollment spreadsheet that is at odds with Williams' contention. That spreadsheet indicates an attendance of 2,238 in a Head Start program funded for 2,869, or 78.0%, and 169 enrolled in Early Head Start, which is funded for 188 children, or 89.9%.

A March 3, 2015, fiscal review of CEOGC by Head Start's Chicago regional office that included an analysis of enrollment indicated that CEOGC did not meet 100% of its enrollment goal and was an area of "concern." Concern is a Head Start grade of sorts, the middle grade on its scale that runs from Strength, to Compliant, to Concern, to Noncompliance and finally to Deficiency.

Wright also could not produce at deadline signed minutes of the October board meeting, requested on Wednesday, that reflected the vote to remove Chisholm. Instead, he provided

Electronically Filed 01/30/2019 14:53 / / CV 19 910359 / Confirmation Nbr. 1612634 / CLJK1

an unsigned draft of minutes that indicated Chisholm was removed by a 6-5 vote, with two members attending telephonically not allowed to vote.

Nor could Wright provide minutes of the December meeting that would have approved the October minutes.

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**Source URL:** <https://www.crainscleveland.com/article/20170217/NEWS/170219805/chisholm-disputes-basis-of-her-removal-as-head-of-the-council-for>

## **Two Head Start board members blocked from agency by judge**

Updated May 1, 2017;

Posted May 1, 2017

Happy to get a Head Start on reading

Cuyahoga County Common  
Pleas Court Judge John P.  
O'Donnell said in a ruling Friday  
that the tenure of two members  
of the governing board of Ohio's  
largest Head Start agency are  
ineligible to participate in board  
matters. The two members  
have been embroiled in a fight  
with the anti-poverty agency's  
CEO. In this September 2016  
photo, children at William  
Patrick Day Head Start Center  
greet Cleveland Police Chief  
Calvin Williams, who helped  
launch reading program with  
the agency at Head Start  
locations across Cuyahoga  
County. (Marvin Fong / The  
Plain Dealer)

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**By Mark Naymik, cleveland.com, mnaymik@cleveland.com**

CLEVELAND, Ohio -- Two members of the board governing Ohio's largest Head Start agency have been blocked from participating in any board actions after a judge ruled Friday that their tenures had expired seven months ago.

Charles Lucas and Amos Mahsua have not been eligible to serve on the board of Council for Economic Opportunities in Greater Cleveland since at least September 25, 2016, Cuyahoga County Common Pleas Court Judge John P. O'Donnell said in a ruling granting a preliminary injunction against the two.

Electronically Filed 01/30/2019 14:53 / CV 19-910359 / Confirmation Nbr. 1612634 / CLJK1  
**Board member and Cleveland Municipal Court Judge Charles Patton, backed by six fellow board**



members, sought the injunction as part of a lawsuit he filed in March against eight other board members, including Lucas and Mahsua.

Patton's suit argues that the board's leadership fails to follow its code of regulations, which "raises questions about the validity of board actions." He is seeking, among other things, a declaration that the tenures of Lucas and Mahsua have expired and that the board's leadership has failed to live up to its fiduciary responsibility.

Patton's complaint said Lucas and Mahsua voted without standing on agency matters, including a vote to fire agency CEO Jacklyn Chisholm in October 2016. Lucas and Mahsua have been at the center of a power struggle between the board's leadership and Chisholm.

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O'Donnell concluded that Lucas and Mahsua were ineligible to participate in that vote, which also was not organized per the board's bylaws.

Chisholm and the board's former attorney, Inajo Davis Chappell, warned the board's leadership that they were failing to follow the board's governance rules and that the tenures of Lucas and Mahsua were in question. But the board's leadership rebuffed such concerns, according to agency emails and documents.

Separate from Patton's lawsuit, Chisholm is suing the board for defamation and for improperly firing her. That suit is ongoing. Chisholm declined to comment Monday on O'Donnell's ruling or its impact on her lawsuit.

In recent months, the board's chairwoman, the Rev. Cecilia Williams - through spokesman Brian Wright -- has insisted that Lucas and Mahsua are in good standing. But Williams has failed to provide documents to support the claim. As to the existence of any documents, O'Donnell said in his ruling that the "record is bare of evidence."

Williams also has maintained that the board's leadership always followed their bylaws. On this point, O'Donnell admonished the entire board for not policing itself and better following the rules.

"The evidence demonstrates a certain laxity of the entire board in following its regulation to the letter, but this is the responsibility of both factions on the board," O'Donnell said.

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Williams did not respond to specific questions raised in O'Donnell's ruling. Wright issued a statement on her behalf.

"CEOGC's mission and work is far too important to be harmed by these ongoing lawsuits," Williams said. "It's why we have always advocated for mediation and why we are looking forward to finally putting this matter to rest in the coming weeks."

# CRAIN'S CLEVELAND BUSINESS

June 11, 2017 12:00 PM

## CEOGC turmoil is a nonprofit case study

JAY MILLER 



Jacklyn Chisholm

Joining the board of a nonprofit organization is supposed to be a rewarding way for someone to give back to their community. It doesn't always work out that way, as demonstrated by the recent turmoil at the Council for Economic Opportunities in Greater Cleveland.

Joining the board of a nonprofit organization is supposed to be a rewarding way for someone to give back to their community.

It doesn't always work out that way.

In February, a news release from Cecelia Williams, then chair of the board for the Council for Economic Opportunities in Greater Cleveland (CEOGC), announced that Jacklyn Chisholm had been fired from her job as president and CEO of the nonprofit.

Since then, the operations of the organization that runs Head Start programs and provides other services to low-income families in Cuyahoga County has seen its

board of directors split into two factions, spawning a war of words and two lawsuits.

Because of the lawsuits, the two sides of the dispute have been speaking only through outside spokesmen, making it difficult to get a clear picture of the motivation behind the firing and to understand why the board has splintered.

What's clear, though, is that the turmoil has made the 53-year-old organization a cautionary tale for anyone who agrees to join the board of a nonprofit group.

Electronically signed by Jay Miller on 6/11/2017 12:00 PM. "These kinds of intra-board disputes happen, unfortunately," said

Alexander Campbell, an attorney with the Cleveland office of Buckingham, Doolittle & Burroughs LLC who specializes in nonprofit law.

"This case shows the value of good documentation, having well-organized minutes, regularly updating your code of regulations and following your code of regulations," Campbell said.

Rookie board members also may lack the confidence to speak up.

"What happens so often is board members might go with the flow or take their business hat off when the go in the door," said Elizabeth Voudouris, executive vice president of BVU: The Center for Nonprofit Excellence, an organization with offices in Cleveland and Akron that consults with nonprofits. "They've got the skills and expertise but think, 'Everybody else is voting for it, so I'll vote for it.' "

The problems for board members, however, is there may not be anyone to offer that kind of guidance, since there may be little training in how to be a board member and what the responsibilities are.

"This isn't taught anywhere," said Voudouris, whose organization offers training for new board members. "People join boards and they don't get any training."

CEOGC board members certainly weren't trained for the battle they have been fighting since October, when some members of the board, including the chair, met and voted 6-5 to dismiss Chisholm.

That sparked a wrongful termination suit filed by Chisholm, the former vice president of the Rock and Roll Hall of Fame. In it, her lawyer makes a dozen claims against six board members, including the two disqualified by the O'Donnell injunction, charging everything from terminating her in violation of public policy, to breach of contract and defamation.

The suit contended that Chisholm was fired in retaliation for investigating financial irregularities and failure of the board leaders to comply with the organization's code of regulations, also called bylaws, including allowing directors to continue to serve after their terms had expired, which, apparently, is a key issue in dispute. The vote to fire Chisholm would not have succeeded without the votes of those two members, Rev. Charles Lucas, who was then chair, and Amos Mansua.

Chisholm has continued to serve as the organization's leader through the turbulence.

Then, on March 1, Chisholm-supporting board members filed a suit seeking a declaratory judgment to void the dismissal and other actions taken by the anti-Chisholm faction. They argued that the October meeting where the vote was taken to dismiss Chisholm had been announced as a meeting of the personnel and governance committees, not the full board, voiding the termination action.

On April 28, Cuyahoga Common Pleas Court Judge John P. O'Donnell granted the pro-Chisholm group a preliminary injunction, saying their claims "demonstrated a substantial likelihood of success."

In his order, O'Donnell said his reading of CEOGC's code of regulations indicated that two board members — who both favored the Chisholm dismissal — were participating in board decisions long after their terms had expired. Without their votes, the dismissal of Chisholm would not have approved by the board. His judgment also voided actions taken that violated the code of regulations.

No court date has been set for a trial.

Since that preliminary injunction judgment, Municipal Court Judge Charles Patton was elected chair of CEOGC at a May 31 meeting called by pro-Chisholm board members who say the meeting met the requirements of bylaws.

However, that vote is disputed by the other board faction.

In a statement emailed June 5, Williams, who anti-Chisholm board members elected at a meeting in January before the O'Donnell decision, said the other group "filed a preliminary injunction suit to prevent the legitimate board from meeting and is now violating all governance rules in an attempt to convene their own meeting and further their own agendas. The costly legal battles and PR stunts created by this faction only create more turmoil and serve no one's best interest."

"It's crazy," said Patton in a telephone interview. "The judge (O'Donnell) asked me who would want to stay on a board that's a non-paying board. I told the judge, I don't know why."

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**Source URL:** <https://www.crainscleveland.com/article/20170611/news/170619969/ceogc-turmoil-nonprofit-case-study>

# CRAIN'S CLEVELAND BUSINESS

September 22, 2017 11:47 AM

## CEOGC clash settled; leaders presenting successful local reading program to national group

JAY MILLER 



Jacklyn Chisholm

The legal battle surrounding the leadership of the Council for Economic Opportunities in Greater Cleveland has been resolved. The nonprofit organization's president/CEO and its vice president for families and children will appear at the upcoming National Head Start Association Fall Leadership meeting.

The legal battle surrounding the leadership of the Council for Economic Opportunities in Greater Cleveland (CEOGC) has been resolved, and the nonprofit organization's president and CEO, Jacklyn Chisholm, and Thea Wilson, its vice president for families and children, will lead a program at the upcoming National Head Start Association's (NHSA) 2017 Fall Leadership Institute.

The pair will discuss how they collaborated with Cleveland police chief Calvin Williams to create a program, to encourage Head Start students to want to learn to read, while helping them feel safe with the police officers who serve their communities. The leadership program will be held Sept. 25-28 in Arlington, Va. NHSA is a nonprofit that represents parents, staff and friends of the program.

Head Start is a federally funded program that provides comprehensive early childhood education, and health and nutrition programs to low-income families. CEOGC operates the largest Head Start program in Ohio.

**A February visit by the head of the NHSA was postponed because of the**

Electronically Filed 01/30/2019 14:53 / / CV 19 910359 / Confirmation Nbr. 1612634 / CLJK1

turmoil at the local agency.

Chisholm and a group of CEOGC board members had been fighting since last October when a faction of the board, including the chair, met and voted to dismiss Chisholm.

Chisholm responded with a wrongful termination suit charging breach of contract and defamation. Chisholm contended she was fired in retaliation for investigating financial irregularities involving several board members.

The suit was settled quietly Aug. 29 with a Cuyahoga Common Pleas Court entry noting that the case "has been fully resolved and settled."

Chisholm continues as president and CEO. Several of the defendants in the suit are no longer on the CEOGC board.

The idea for the "Friendships for Reading Program" dates to a first-day-of-school program in 2016 when Williams read to students at one of CEOGC's Head Start locations. He read two books: "If You Take a Mouse to School" and "Llama Llama Red Pajama."

Soon, rank-and-file Cleveland police officers were visiting all CEOGC Head Start locations.

The program is designed to assist the Cleveland Division of Police build a more positive relationship with the children and families in the community.

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**Source URL:** <https://www.crainscleveland.com/article/20170922/news/136491/ceogc-clash-settled-leaders-presenting-successful-local-reading-program>



**Exhibit "D"**  
**Notice and Demand for Payment Letter and FedEx proof of delivery**

100 East Broad St.  
Suite 690  
Columbus, Ohio 43215  
(614) 300-5300

9853 Johnnycake Ridge Rd.  
Suite 107  
Concord, OH 44060  
(440) 299-8500



**C A L L E N D E R**  
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WRITER'S DIRECT INFORMATION: Heidi@Callender.com

November 28, 2018

***Sent via FedEx/UPS:*** \_\_\_\_\_

Dr. Jacklyn Chisholm, Chief Executive Officer  
The Council for Economic Opportunities in Greater Cleveland  
1801 Superior Avenue, Suite 400  
Cleveland, Ohio 44114

*RE: Notice and Demand for Payment*

Dear Dr. Chisholm:

Please be advised, the undersigned, Heidi L. Callender, represents Wright Path Solutions, LLC, an Ohio corporation.

This letter serves to put The Council for Economic Opportunities in Greater Cleveland ("CEOGC") on notice of its failure to comply with the terms of an agreement entered into on/about February 14, 2017, between CEOGC and Wright Path Solutions, LLC.

A copy of the agreement is attached for your convenience. Please be advised of the scrivener's error present in the first line of the agreement reflecting an incorrect day and year.

On February 16, 2017, CEOGC's Board Chair, Cecelia Williams, signed the agreement in her capacity as an authorized board officer, and Wright Path Solutions, LLC, rendered services. The term of the agreement began on February 14, 2017 and concluded on August 31, 2017. Wright Path Solutions, LLC, fully complied with the terms of the agreement. After invoices were issued and attempts have been made to collect payment on the invoices submitted, CEOGC has failed to pay for the services rendered. Please see attached copies of invoices previously submitted to CEOGC and an accounting record of the accrued late fees.

The agreement balance owed and invoiced is \$32,409.80. Please note, in accordance with Paragraph 2 of the agreement, late fees have been and continue to accrue. As of the date of this letter, the accrual of late fees is \$12,174.47.

Services Rendered	\$32,409.80
Late Fees	\$12,174.47
<b>Total</b>	<b>\$44,584.27</b>

*November 28, 2018*

CEOGC is egregiously past due for services it has been rendered, and late fees will continue to accrue per the agreed terms. We demand the payment in full, including late fees, of **\$44,584.27 by no later than 6:00pm on December 17, 2018.**

By this letter, Wright Path Solutions LLC is giving CEOGC notice that failure to make full payment by December 17, 2018, will demonstrate CEOGC's intent to fully breach the terms of the agreement, and Wright Path Solutions LLC will pursue all legal actions and remedies afforded in law and equity.

Your prompt attention to this matter is appreciated. You may contact me directly if you have any questions or need additional information.

Very Truly Yours,



Heidi L. Callender, JD/MBA  
Attorney for Wright Path Solutions LLC  
440-299-8500

Enclosures

Cc: Wright Path Solutions LLC, c/o Brian Wright CEO



December 1, 2018

Dear Customer:

The following is the proof-of-delivery for tracking number **784080104898**.

---

**Delivery Information:**

<b>Status:</b>	Delivered	<b>Delivered to:</b>	Receptionist/Front Desk
<b>Signed for by:</b>	J.ALLEN	<b>Delivery location:</b>	Cleveland, OH
<b>Service type:</b>	FedEx Standard Overnight	<b>Delivery date:</b>	Nov 30, 2018 14:12
<b>Special Handling:</b>	Deliver Weekday		

Signature image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

---

**Shipping Information:**

<b>Tracking number:</b>	784080104898	<b>Ship date:</b>	Nov 29, 2018
		<b>Weight:</b>	0.5 lbs/0.2 kg

**Recipient:**  
Cleveland, OH US

**Shipper:**  
Concord Twp, OH US

Thank you for choosing FedEx.

**Exhibit "E"**  
**Affidavit from Plaintiff**

STATE OF OHIO                                 )  
  ) SS                 **AFFIDAVIT**  
COUNTY OF CUYAHOGA                         )

I, BRIAN WRIGHT, being first duly sworn according to law, deposes and states that I am a Member, President, and Statutory Agent for Wright Path Solutions, LLC (WPS), an Ohio for-profit limited liability corporation.

Affiant further states that on or about February 1, 2017, I was solicited by Bessie Vrettos, a Member of the Board of the Council for Economic Opportunities in Greater Cleveland (CEOGC, to pull together a proposal for public relations and other services to be provided to and on behalf of CEOGC, a non-profit organization.

Affiant further states that between February 1, 2017 and February 16, 2017, I negotiated and worked with CEOGC Board Members to establish a proposed contract to provide services to CEOGC.

Affiant further states that on February 16, 2017, I attended a board meeting at St. James AME Church (8401 Cedar Ave., Cleveland, OH 44103), where Board Members and Directors were present in person or by phone.

Affiant further states that during said meeting Board Members and Directors held themselves out as duly elected board members or officers of CEOGC with authority to enter into a legally binding agreement on behalf of CEOGC.

Affiant further states that at said meeting, WPS provided a fully negotiated contract for board approval to provide services to CEOGC, of which I personally witnessed Rev. Dr. Cecilia Williams execute and the contract provided, notwithstanding the scrivener's error on the first page/first line of the agreement misstating the date. See Exhibit   B  .

Affiant further states that at said meeting CEOGC board members all voted in the affirmative to adopt the proposed contract and engage Wright Path Solutions, LLC, to perform the contract services outlined in the executed agreement.

Affiant further states that on numerous occasions I met with board members and persons necessary to approve actions in accordance with the contract terms.

Affiant further states that subcontractor(s) were hired to help provide services in accordance with the contract, of which subcontractors also met and had contact with Board Members and necessary persons both with and without me present to effectuate the contract terms.

Affiant further states that Rev. Dr. Cecelia Williams conveyed her authority as a duly elected board officer as Chairperson upon entering into the contract, she further approved WPS work throughout the service period of the contract, and personally assured payment on the contract, for which the nature of the WPS services provided benefits to her professional position and community reputation.

Affiant further states that I participated in public PR interviews and had continuance contact with the newspaper and television outlets on behalf of CEOGC, which was known to the public.

Affiant further states that Wright Path Solutions LLC fully complied with the contract terms and provided the services within the service period of February 14 - August 31, 2017.

Affiant further states that at no time was a notice of termination from CEOGC conveyed to WPS.

Affiant further states that CEOGC has failed to pay according to the contract terms, in excess of \$44,000, of which WPS has sustained damages and loss of use of funds.

Affiant further states that as a result of WPS's affiliation with CEOGC, WPS lost employment opportunities and business as a direct result of this ongoing work for CEOGC, in amounts exceeding \$146,000 to a company that is confidential and the Cleveland Airport System. See Exhibits F and F.

Affiant further states that WPS incurred subcontractor fees in compliance with the contract to provide the required services to CEOGC.

FURTHER AFFIANT SAYETH NAUGHT.

  
BRIAN WRIGHT, Affiant

SWORN TO BEFORE ME and subscribed in my presence this 29 day of January,  
2019.

  
Notary Public



D. NEAL  
Notary Public, State of Ohio  
My Comm. Expires May 21, 2023  
Recorded in Cuyahoga County

**Exhibit "F"**  
**Loss of Business**



**Exhibit - Loss of Business from California Company due to work/affiliation for CEOGC**

---

**From:** Brian Wright

**Sent:** Thursday, June 29, 2017 12:05 PM

**Subject:** RE: Fed-Ex Office Instructions for Pick-Up and Prior to Delivery

Here you go. Sending them to print now. Hopefully, everything is as it should be.

---

**From:**

**Sent:** Thursday, June 29, 2017 11:50 AM

**To:** Brian Wright

**Cc:**

**Subject:** Re: Fed-Ex Office Instructions for Pick-Up and Prior to Delivery

That works for me. Thanks, guys!

On Thu, Jun 29, 2017 at 11:45 AM, Brian Wright <[brian@wrightpathsolutions.com](mailto:brian@wrightpathsolutions.com)> wrote:  
Thanks Spoke with and I think we're good to go. Just about to scan in the finals  
and send them your way.

Sent from my Windows Phone.

---

**From:**

**Sent:** 6/29/2017 11:05 AM

**To:**

**Cc:** [Brian Wright](#)

**Subject:** Re: Fed-Ex Office Instructions for Pick-Up and Prior to Delivery

I'm available as well.

On Jun 29, 2017, at 11:01,

wrote:

I am available.

---

**From:** Brian Wright <[brian@wrightpathsolutions.com](mailto:brian@wrightpathsolutions.com)>

**Date:** Thursday, June 29, 2017 at 6:01 AM

**Subject:** RE: Fed-Ex Office Instructions for Pick-Up and Prior to Delivery

Proposals look good. I've signed them and will use a WrightPath branded USB drive that I'll include in the package.

Let me know when you are available to talk through the various documents. Earlier the better, since it looks like I'll need a sub to complete one as well.

---

**From:**

**Sent:** Wednesday, June 28, 2017 8:58 PM

**To:** Brian Wright

**Cc:**

**Subject:** Fed-Ex Office Instructions for Pick-Up and Prior to Delivery

**Importance:** High

Brian –

Geeze, Cleveland has a ton of requirements (worse than most California requirements – which is saying something).

OK – here is what you are picking up

- ONE – signed and unbound copy of the RFP (“the original”) – please sign the letter
- FIVE – signed and bound copies of the RFP (“the copies”) – please sign the letter in each copy
- ONE SET – of various required documents including:
  - MBE verification – signed and completed
  - Subcontractor verifications – I did NOT have all of this information – please fill out at least ONE subcontractor's information and sign on our behalf (they don't have to match)
  - A Northern Ireland Disclosure (although I filled this out it must be notarized in Ohio) – you will need to re-fill this document out and get it notarized (then ask why they hate us Irish!)
  - Competitive Bid (aka “No lobbying” and “No Contributions” form) – I've signed it (I'm not sure if you have to sign one as well because you are the local firm – I would say, likely)

Once you have completed the last set – make five copies for inclusion in the delivery packet and scan for the electronic submittal.

The attached proposal must be put on a flash drive (along with the various documents) and included in the submittal.

Whew – Original + Five + USB Flash Drive.

Those documents are all set to be ready by 8AM (EST) at the Fed-Ex/Kinko's Office on 27450 Chagrin Blvd, Beechwood, OH. You should receive an email when they are ready. It has been paid for on our account.

Thank you for delivering this one and filling out the other documents. I apologize for cutting it so tight.

Call me with any questions or issues. GOOD LUCK TO US! I think it is a strong proposal.

Best,

---

**From:** "[no-reply.ecommerce@fedex.com](mailto:no-reply.ecommerce@fedex.com)" <[no-reply.ecommerce@fedex.com](mailto:no-reply.ecommerce@fedex.com)>

**Date:** Wednesday, June 28, 2017 at 5:44 PM

**To:**

**Subject:** FedEx Office Print Online order confirmation (Order GTN 1016434743735486)

## This is an automated response, please do not reply to this email ##

Dear

Thank you for choosing FedEx Office. This e-mail confirms that we have received your order. Please retain this e-mail for your records.

You are welcome to follow up with the center if you have any questions.

If you need to cancel this order, please call FedEx Office customer relations at 1.800.GoFedEx or 1.800.463.3339 as soon as possible. You can reference your order by Order Number 1016434743735486. Please note that most jobs go into production within 15 minutes of receipt. Orders cancelled after going into production may be subject to a charge.

All jobs produced for customers will be retained for 30 days after the order ready by date on the receipt at which time you will be charged for the completed job if you have not picked up the order. FedEx Office is not responsible for retaining any work not picked up by customer after such 30 day period and is entitled to collect and retain payment for all work performed on the customer's behalf.

#### ORDER -- SUMMARY DETAILS

Order GTN number: 1016434743735486

Order Price

Subtotal: \$131.25

Shipping: \$ --

Packing & Handling: \$ --

Tax: \$10.50

Total: \$141.75

Payment by: Credit Card

See order details for each recipient below

#### ORDER\_DETAIL -- Part 1

Job GTN number: 1013117622924058

FedEx Office center producing order: Center - 1231 : 27450 Chagrin Blvd  
BEACHWOOD, OH 44122 UNITED STATES

Phone: (216) 292-2679

E-mail: usa1231@fedex.com

Order Ready By Date: Jun 29, 2017 at 08:00 AM EDT

Documents: #02\_Cleveland Airport System.pdf (1) Cleveland Airport  
System.pdf 5 15 2017 General Marketing Consulting Services RFP-pdffiller.pdf  
(6) 5 15 2017 General Marketing Consulting Services RFP-pdffiller.pdf  
Cleveland Airport System.pdf (5) Cleveland Airport System.pdf

Recipient: Wright, Brian

To be picked up at FedEx Office center (see above)

Price: \$131.25

Shipping: \$ --

Packing & Handling: \$ --

Tax: \$10.50



5 15 2017  
Genera...ts.PDF



May 15, 2017

Dear Prospective Consultant:

The City of Cleveland ("City"), owner and operator of Cleveland Hopkins International Airport and Burke Lakefront Airport through its Director of the Department of Port Control ("Department"), invites written Proposals from Firms interested in providing professional general marketing consulting services. The City defines the general marketing consulting services as including, but not limited to, providing a comprehensive, coordinated marketing program to include advertising, public relations, public affairs and promotions for the Department.

A pre-proposal conference will be held at the Cleveland Hopkins International Airport, Hopkins Room, located on the ticketing level of the Airport, 5300 Riverside Drive, Cleveland, Ohio 44135 on **Thursday, June 1, 2017 at 11:00 a.m. local time**. Although attendance is not mandatory, firms are encouraged to attend. For reasons of security, those planning to attend the pre-proposal conference must register by 4:00 p.m. local time on **Tuesday, May 30, 2017** by e-mail to [rosborne@clevelandairport.com](mailto:rosborne@clevelandairport.com), to ensure escort paperwork is completed.

If your firm is interested in this Request for Proposal, please submit seven (7) complete Proposals, consisting of one (1) unbound original, five (5) identical bound copies and one (1) digital copy, USB flash drive or compact disc, in either Microsoft Word (.doc/.docx) or Adobe Acrobat (.pdf) format, to the City no later than **4:00 p.m. local time on Thursday, June 29, 2017**. No Proposals shall be accepted after that time unless such date or time is extended pursuant to a written addendum issued by the City.

Sealed Proposals may be mailed to the address below and must be identified on the outside of the envelope(s) as: **Proposal: General Marketing Consultant Services:**

Cleveland Airport System  
2<sup>nd</sup> Floor Administrative Offices  
5300 Riverside Drive  
P. O. Box 81009  
Cleveland, Ohio 44181-0009  
**Attn: Rhonda Osborne, Procurement Officer**

The Director reserves the right to reject all Proposals or portions of any or all Proposals, to waive irregularities and technicalities, to re-advertise or to provide the service otherwise in the best interest of the City. The Director may, at his sole discretion, modify or amend any and all of the provisions of this notice or the Request for Proposal.

The Request for Proposal documentation is available on the **City Website** as follows:

<http://www.cleveland-oh.gov/CityofCleveland/Home/Government/CityAgencies/Finance/RFP>

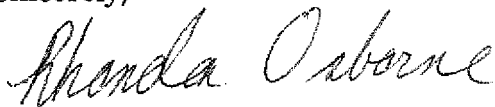
The Request for Proposals documentation is also available on the **Department of Port Control Website** as follows:

<http://www.clevelandairport.com/company/business-opportunities/bids-rfps>

All future documentation including addenda, response to questions, schedule changes and additional requirements for this Request for Proposal will be posted on the above sites as no additional mailings will be made.

Should you have any questions regarding this solicitation, please contact me by via email at [rosborne@clevelandairport.com](mailto:rosborne@clevelandairport.com) or by phone directly 216-265-4690.

Sincerely,

A handwritten signature in cursive script that reads "Rhonda Osborne".

Rhonda Osborne  
Procurement Officer  
Cleveland Airport System  
Department of Port Control



# **Request for Proposal**

**Cleveland Hopkins International Airport**

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**General Marketing Consultant Services**

**Issued: Monday, May 15, 2017**

**Department of Port Control  
Cleveland Hopkins International Airport**

**5300 Riverside Drive**

**P.O. Box 81009**

**Cleveland, Ohio 44181-0009**

**Phone: 216-265-4690**

**Fax: 216-265-6069**